



CORPORATION SERVICE COMPANY

RECORDATION NO. 26509 FILED

AUG 15 '06

3-46 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD
801 Adlai Stevenson Drive
Springfield IL 62703

1-800-927-9801 Ext 3813
217-492-2727 FAX

To: SURFACE TRANSPORTATION BOARD **ATTENTION BARB SADLER**

From: April Oshea Ext 3813

Date: August 14, 2006

Order#: 309514/005

Re: SWFX1600-SWFX1669 THE APACHE RAILWAY COMPANY

Please process the enclosed documents for the service indicated below.

STB FILING

RECEIPT SHOULD BE IN OUR OFFICE: 08/28/2006
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed.

Mailing Instructions:

XX Return the filing acknowledgement to my attention.
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions/Notes:
Primary STB Filing

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

Enclosures:

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 12th day of June, 2006, is made by C.I.T. LEASING CORPORATION, a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and THE APACHE RAILWAY COMPANY, a Arizona corporation, with an address at P.O. BOX 857, Snowflake, AZ 85937-0136 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 1, 2006, covering the equipment listed on Schedule A hereto (the "Equipment")

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

C.I.T. LEASING CORPORATION

By: William P. O'Brien
Name: William P. O'Brien
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

THE APACHE RAILWAY COMPANY

By: J. L. Willes
Name: JAMES L. WILLES
Title: Controller

Schedule A

Number of Cars

Equipment Description

70 Steel, two compartment, non-rotary coal hopper

1	SWFX	1600	53	SWFX	1652
2	SWFX	1601	54	SWFX	1653
3	SWFX	1602	55	SWFX	1654
4	SWFX	1603	56	SWFX	1655
5	SWFX	1604	57	SWFX	1656
6	SWFX	1605	58	SWFX	1657
7	SWFX	1606	59	SWFX	1658
8	SWFX	1607	60	SWFX	1659
9	SWFX	1608	61	SWFX	1660
10	SWFX	1609	62	SWFX	1661
11	SWFX	1610	63	SWFX	1662
12	SWFX	1611	64	SWFX	1663
13	SWFX	1612	65	SWFX	1664
14	SWFX	1613	66	SWFX	1665
15	SWFX	1614	67	SWFX	1666
16	SWFX	1615	68	SWFX	1667
17	SWFX	1616	69	SWFX	1668
18	SWFX	1617	70	SWFX	1669
19	SWFX	1618			
20	SWFX	1619			
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52	SWFX	1651			